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OSTER
Researching Services

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RECORDATION NO. 23577-E FILED

January 31, 2002

JAN 31 '02

10-57 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 1/14/02 involving the following parties:

Assignor: Jules and Associates, Inc.
515 South Figueroa Street
Suite 1590
Los Angeles, CA 90071

Assignee: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 300
Minneapolis, MN 55402

Equipment: 1, MK5000C Locomotive
MKCX 9903

Please record this agreement as a secondary document to STB Recordation #23517. The filing fee of \$28 is enclosed.

Summary: Memorandum of Assignment Agreement dated 1/14/02 between Jules and Associates, Inc. as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including one locomotive, MKCX 9903.

Sincerely,

Mary A. Oster

Mary Ann Oster
Research Consultant

Enclosures

23577-E

RECORDATION NO.

235174

FILED

JAN 31 '02

10:57 AM

MEMORANDUM OF
ASSIGNMENT AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 14th day of January, 2002, by and between Jules and Associates, Inc., a California corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain Lease Schedule No. 3 to Master Equipment Lease Agreement No. A04182001 dated June 8, 2001, between Assignor, as Lessor and Utah Railway Corporation, as Lessee for the One (1) MK5000C Locomotive Serial Number 0194-03 MKCX 9903 railcar.
2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of January 14, 2002.

WELLS FARGO EQUIPMENT FINANCE, INC.

By:

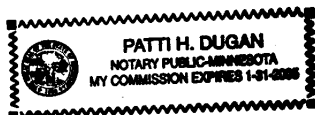
Its:

STATE OF MINNESOTA)

COUNTY OF HENNEPIN) SS.

Before me, a Notary Public, in and for said county and state, personally appeared Jacqueline Barragan AVP of Wells Fargo Equipment Finance, Inc. who acknowledged that she/he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the corporation and the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Minneapolis, Minnesota this 14 day of January, 2002.



[Signature]
Notary Public
My Commission Expires:

JULES AND ASSOCIATES, INC.

By: 
Its: Scott C. Monroe, Vice PresidentSTATE OF California)COUNTY OF Los Angeles) ss.

Before me, a Notary Public, in and for said county and state, personally appeared Scott C. Monroe, the Vice President of Jules and Associates, Inc. who acknowledged that she/he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the corporation and the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at L.A., California this 14th day of January, 2002.


Notary PublicMy Commission Expires: 4-13-04